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## COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司\*

*(incorporated in the Cayman Islands with limited liability)*

(Stock code: 8081)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of Computech Holdings Limited (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 31 October 2012 at 12:00 noon to consider and, if thought fit, pass, with or without amendments, the following ordinary resolutions:

#### ORDINARY RESOLUTIONS

#### THAT

1. “**THAT** conditional upon the Growth Enterprise Market (“**GEM**”) Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued, with effect from the next business day (as defined in the Rules Governing the Listing of Securities on the GEM of the Stock Exchange) immediately following the day on which this resolution is passed, every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.10 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company, and any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the aforesaid matters.”

\* for identification purpose only

2. “**THAT**, subject to the fulfilment of the conditions in the Underwriting Agreement (as defined and more particularly described in the circular of the Company dated 12 October 2012 (the “**Circular**”)), and copies of the Underwriting Agreement and the Circular have been tabled at the meeting, marked “A” and “B” respectively and initialed by the Chairman of the meeting for the purpose of identification):
- (a) the allotment and issue by way of open offer (the “**Open Offer**”) of 418,274,796 shares of HK\$0.10 each in the capital of the Company (the “**Offer Shares**”) to those shareholders of the Company whose names appear on the register of members of the Company at the close of business on 8 November 2012 (the “**Record Date**”), other than Excluded Shareholders (defined in the Circular) in the proportion of three (3) Offer Shares for every one (1) Consolidated Share held on the Record Date at the subscription price of HK\$0.20 per Offer Share and on the terms and conditions as set out in the Circular, be and is hereby approved;
  - (b) the Underwriting Agreement be and is hereby approved, confirmed and ratified and any Directors be and is hereby authorised to do such acts or execute such other document which may be necessary, desirable or expedient in his opinion to carry into effect or to give effect to the terms of the Underwriting Agreement; and
  - (c) the Directors, acting together, individually or by committee, be and are hereby authorised to take such actions, do such things and execute such further documents or deeds for and on behalf of the Company as such Directors may, in their opinion, consider necessary, desirable or expedient to carry out or give effect to any of all the transactions contemplated in this resolution and the Circular.”

By order of the Board  
**Comutech Holdings Limited**  
**Yang Yue Zhou**  
*Chairman*

Hong Kong, 12 October 2012

*Registered Office:*

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*Head office and principal place*

*of business in Hong Kong:*  
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West Tower, Shun Tak Centre  
168–200 Connaught Road Central  
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*Notes:*

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Room 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.

- (2) In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
- (3) Completion and return of the form of proxy will not preclude members from attending in person and voting at the extraordinary general meeting or any adjournment. Thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Yang Yue Zhou, Mr. Mak Kwong Yiu and Mr. Jiang Tan Shan and (ii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the date of its publication and on the websites of the Company at [www.computeck.com.hk](http://www.computeck.com.hk).*